



MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

December 6, 2012
Invoice No. 1840568

Client-Matter No.: 355050-00360
Huntington Bancshares Inc.

For Legal Services Rendered Through November 30, 2012

INVOICE TOTAL

Subtotal for Current Legal Fees	\$1,037.00
Less 10% Discount	-\$103.70
Total For Current Legal Fees	\$933.30
Total For Current Invoice	\$933.30

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:
Dorsey & Whitney LLP
P.O. Box 1680
Minneapolis, MN 55480-1680

Wire Instructions:
U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402

ABA Routing Number: 091000022
Account Number: 1602-3010-8500
Swift Code: USBKUS44IMT

Please make reference to the invoice number

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

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Residential Funding Company, LLC
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Minneapolis, MN 55423

December 6, 2012
Invoice No. 1840568

Client-Matter No: 355050-00360

Huntington Bancshares Inc.
Client No.: 719440

For Legal Services Rendered Through November 30, 2012

11/01/12	J. Langdon	305.00	0.50	17	Finalize proofs of claim for individuals
11/02/12	J. Langdon	244.00	0.40	17	Finalize proofs of claim on behalf of individual defendants
11/06/12	J. Langdon	61.00	0.10	17	Draft memoranda regarding J. Jones proof of claim
11/06/12	J. Langdon	61.00	0.10	17	Draft memoranda regarding D. Wold proof of claim
11/07/12	J. Langdon	122.00	0.20	17	Draft memoranda regarding follow-up on proofs of claim
11/08/12	J. Langdon	122.00	0.20	17	Draft memoranda regarding filing proofs of claim
11/27/12	J. Langdon	122.00	0.20	17	Draft correspondence regarding individual proofs of claim

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Residential Funding Company, LLC
Client-Matter No.: 355050-00360
Invoice No.: 1840568

December 6, 2012
Page 2

Total Hours **1.70**

Subtotal for Legal Fees **\$1,037.00**

Less 10% Discount **-\$103.70**

Total for Legal Fees **\$933.30**

Total This Invoice **\$933.30**

Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
J. Langdon	Partner	1.70	610.00	1,037.00
Total all Timekeepers		1.70		1,037.00

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STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

December 12, 2012
Invoice No. 1840569

Client-Matter No.: 355050-00361
1941Stichting Pensioenfonds ABP

For Legal Services Rendered Through November 30, 2012

INVOICE TOTAL

Subtotal for Current Legal Fees	\$8,747.00
Less 10% Discount	-\$874.70
Total For Current Legal Fees	\$7,872.30
Total For Current Invoice	\$7,872.30

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STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

December 12, 2012
Invoice No. 1840569

Client-Matter No: 355050-00361

1941Stichting Pensioenfonds ABP
Client No.: 719458

For Legal Services Rendered Through November 30, 2012

11/01/12 M. Clark	44.00	0.10	17	Review bar date order
11/01/12 M. Clark	440.00	1.00	17	Revise claim and attachment
11/01/12 M. Clark	44.00	0.10	17	Prepare cover letter to claims agent (Paradis)
11/01/12 M. Clark	264.00	0.60	17	Revise claim and attachment (Duncan)
11/01/12 M. Clark	352.00	0.80	17	Revise claim and attachment (Flees)
11/01/12 M. Clark	88.00	0.20	17	Revise claim and attachment (Young)
11/01/12 M. Clark	88.00	0.20	17	Revise claim and attachment (Jones)
11/01/12 M. Clark	176.00	0.40	17	Revise claim and attachment (Katzmark)

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Residential Funding Company, LLC
Client-Matter No.: 355050-00361
Invoice No.: 1840569

December 12, 2012
Page 2

11/01/12 M. Clark	176.00	0.40	17	Revise claim and attachment (Steinhagen)
11/01/12 M. Clark	132.00	0.30	17	Revise claim and attachment (Lundsten)
11/01/12 M. Clark	220.00	0.50	17	Revise claim and attachment (Olson)
11/01/12 M. Clark	220.00	0.50	17	Revise claim and attachment (Walker)
11/01/12 J. Langdon	122.00	0.20	17	Review orders regarding scheduling issues
11/01/12 J. Langdon	305.00	0.50	17	Finalize proofs of claim for individuals
11/01/12 N. Bussiere	286.00	1.30	17	Prepare proof of claims
11/02/12 J. Langdon	244.00	0.40	17	Finalize proofs of claim on behalf of individual defendants
11/02/12 N. Bussiere	198.00	0.90	17	Prepare proof of claims
11/05/12 A. Brantingham	141.00	0.60	17	Review draft brief in opposition to plaintiff's motion to amend complaint
11/05/12 A. Brantingham	117.50	0.50	17	Email co-defendant's counsel with comments on brief
11/05/12 M. Clark	220.00	0.50	17	Review Wold claims
11/05/12 M. Clark	88.00	0.20	17	Email to J. Langdon regarding Wold claims and claim objections
11/05/12 J. Langdon	122.00	0.20	17	Draft memoranda regarding motion to amend strategy and brief
11/06/12 J. Langdon	61.00	0.10	17	Draft memoranda regarding J. Jones proof of claim
11/06/12 J. Langdon	61.00	0.10	17	Draft memoranda regarding D. Wold proof of claim

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Residential Funding Company, LLC
Client-Matter No.: 355050-00361
Invoice No.: 1840569

December 12, 2012
Page 3

11/06/12	J. Langdon	122.00	0.20	17	Draft memoranda regarding opposition to motion to amend
11/07/12	A. Brantingham	23.50	0.10	17	Review brief in opposition to plaintiffs' motion to amend the complaint
11/07/12	J. Langdon	122.00	0.20	17	Draft memoranda regarding follow-up on proofs of claim
11/07/12	J. Langdon	244.00	0.40	17	Draft memoranda regarding opposition to motion to amend
11/08/12	J. Langdon	122.00	0.20	17	Draft memoranda regarding filing proofs of claim
11/08/12	J. Langdon	122.00	0.20	17	Review filings regarding motion to amend
11/09/12	J. Langdon	61.00	0.10	17	Review correspondence regarding motion hearing
11/13/12	J. Langdon	122.00	0.20	17	Draft memoranda regarding case status
11/13/12	J. Langdon	305.00	0.50	17	Prepare for hearing on motion to amend
11/13/12	J. Langdon	1,464.00	2.40	17	Attend hearing on motion to amend
11/14/12	J. Langdon	61.00	0.10	17	Review pleadings regarding bankruptcy issues
11/19/12	J. Langdon	122.00	0.20	17	Draft memoranda regarding motion to amend
11/20/12	J. Langdon	122.00	0.20	17	Review key bankruptcy pleadings
11/21/12	J. Langdon	854.00	1.40	17	Draft memoranda regarding individual defendants' background facts
11/26/12	J. Langdon	183.00	0.30	17	Review bankruptcy filings regarding status as to individual

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Residential Funding Company, LLC
Client-Matter No.: 355050-00361
Invoice No.: 1840569

December 12, 2012
Page 4

					defendants in investor actions
11/27/12	J. Langdon	122.00	0.20	17	Review correspondence regarding individual proofs of claim
11/28/12	J. Langdon	61.00	0.10	17	Draft memoranda regarding motion to dismiss
11/29/12	J. Langdon	122.00	0.20	17	Review relevant bankruptcy filings
11/30/12	J. Langdon	183.00	0.30	17	Draft memoranda regarding individual defendants' potential liability
Total Hours			18.10		

Subtotal for Legal Fees	\$8,747.00
Less 10% Discount	-\$874.70
Total for Legal Fees	\$7,872.30
Total This Invoice	\$7,872.30

Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
A. Brantingham	Associate	1.20	235.00	282.00
M. Clark	Of Counsel	5.80	440.00	2,552.00
J. Langdon	Partner	8.90	610.00	5,429.00
N. Bussiere	Paralegal	2.20	220.00	484.00
Total all Timekeepers		18.10		8,747.00

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(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

December 12, 2012
Invoice No. 1843177

Client-Matter No.: 355050-00368
John Hancock Life Insurance Company, et al

For Legal Services Rendered Through November 30, 2012

INVOICE TOTAL

Subtotal for Current Legal Fees	\$2,254.00
Less 10% Discount	-\$225.40
Total For Current Legal Fees	\$2,028.60
Total For Current Invoice	\$2,028.60

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ABA Routing Number: 091000022
Account Number: 1602-3010-8500
Swift Code: USBKUS44IMT

Please make reference to the invoice number

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STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

December 12, 2012
Invoice No. 1843177

Client-Matter No: 355050-00368

John Hancock Life Insurance Company, et al

For Legal Services Rendered Through November 30, 2012

11/01/12	J. Langdon	61.00	0.10	17	Draft memoranda regarding amended complaint
11/01/12	J. Langdon	305.00	0.50	17	Finalize proofs of claim for individuals
11/02/12	J. Langdon	244.00	0.40	17	Finalize proofs of claim on behalf of individual defendants
11/05/12	J. Langdon	122.00	0.20	17	Draft memoranda regarding amended complaint
11/06/12	J. Langdon	61.00	0.10	17	Draft memoranda regarding D. Wold proof of claim
11/06/12	J. Langdon	61.00	0.10	17	Draft memoranda regarding J. Jones proof of claim
11/07/12	J. Langdon	122.00	0.20	17	Draft memoranda regarding follow-up on proofs of claim
11/08/12	J. Langdon	122.00	0.20	17	Draft memoranda regarding filing

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Residential Funding Company, LLC
Client-Matter No.: 355050-00368
Invoice No.: 1843177

December 12, 2012
Page 2

					proofs of claim
11/27/12	J. Langdon	122.00	0.20	17	Draft correspondence regarding individual proofs of claim
11/28/12	A. Brantingham	235.00	1.00	17	Review amended complaint
11/28/12	A. Brantingham	399.50	1.70	17	Begin drafting motion to dismiss
11/29/12	A. Brantingham	399.50	1.70	17	Continue drafting motion to dismiss amended complaint
Total Hours			6.40		

Subtotal for Legal Fees **\$2,254.00**

Less 10% Discount **-\$225.40**

Total for Legal Fees **\$2,028.60**

Total This Invoice **\$2,028.60**

Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
A. Brantingham	Associate	4.40	235.00	1,034.00
J. Langdon	Partner	2.00	610.00	1,220.00
Total all Timekeepers		6.40		2,254.00

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THOMAS O. KELLY III
(612) 492-6029
FAX (612) 340-2868
kelly.tom@dorsey.com

January 22, 2013

FEDEX

Morrison & Foerster LLP
1290 Avenue of the Americas
New York, NY 10104
Attn: Larren M. Nashelsky, Gary S. Lee and
Lorenzo Marinuzzi

Office of the United States Trustee for the
Southern District of New York
33 Whitehall Street, 21st Floor
New York, NY 10004
Attn: Tracy Hope Davis, Linda A. Riffkin and
Brian S. Masumoto

Kramer Levin Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, NY 10036
Attn: Kenneth H. Eckstein and
Douglas H. Manna

Kirkland & Ellis
601 Lexington Avenue
New York, NY 10022
Attn: Richard M. Cieri and Ray C. Schrock

Skadden, Arps, Slate, Meagher & Flom LLP
4 Times Square
New York, NY 10036
Attn: Kenneth S. Ziman and
Jonathan H. Hofer

Re: ***In re Residential Capital, LLC, et al.***
Case No. 12-12020

Dear Counsel:

This letter is in correction of the letter sent to Counsel on January 18, 2013 (the "January 18 Letter"). The January 18 Letter contained two errors, (a) the total fees listed in the amount of \$20,024.35 was incorrect, the total fees for the period of December 1, 2012 through December 31, 2012 (the "Period") were \$22,024.35 (80% figure of \$17,619.48 is correct), and (b) expenses were incorrectly listed as \$8.85, the total expenses for the Period were \$8.55.

Pursuant to the Court's July 17, 2012 order *Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the "Order"), Dorsey & Whitney LLP's monthly fee statements for the period December 1, 2012 through December 31, 2012 (the "Statements") were included in the January 18, 2013 Letter and reflect the correct amounts listed above. We call your attention to a formatting change in our invoices. At ResCap's request, we have applied our 10% discount to the hourly rate for each entry instead of on an aggregate basis as a separate bill entry.



January 22, 2013
Page 2

In the absence of a timely objection, the Debtors shall pay \$17,628.03, consisting of the sum of (a) \$17,619.48, an amount equal to 80% of the fees ($\$17,619.48 = \$22,024.35 \times 0.80$) and (b) 100% of the expenses (\$8.55) being requested in the Statement.

Objections to the Statements are due by date that is the later of (1) 20 days after the date of service, or (2) the 40th day following the end of the month for which compensation is sought.

Sincerely,

A handwritten signature in black ink, appearing to read "Thomas O. Kelly III", written over the word "Sincerely,".
Thomas O. Kelly III

Enclosures

cc: Tammy Hamzehpour



A NEW
CENTURY
OF SERVICE
1912 | 2012



THOMAS O. KELLY III
(612) 492-6029
FAX (612) 340-2868
kelly.tom@dorsey.com

January 18, 2013

FEDEX

Morrison & Foerster LLP
1290 Avenue of the Americas
New York, NY 10104
Attn: Darren M. Nashelsky, Gary S. Lee and
Lorenzo Marinuzzi

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Douglas H. Mannal

Kirkland & Ellis
601 Lexington Avenue
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Attn: Richard M. Cieri and Ray C. Schrock

Skadden, Arps, Slate, Meagher & Flom LLP
4 Times Square
New York, NY 10036
Attn: Kenneth S. Ziman and
Jonathan H. Hofer

Re: ***In re Residential Capital, LLC, et al.***
Case No. 12-12020

Dear Counsel:

Pursuant to the Court's July 17, 2012 *order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the "Order"), enclosed please find Dorsey & Whitney LLP's monthly fee statements for the period December 1, 2012 through December 31, 2012 (the "Statements"), which were served on the parties listed in paragraph (a) of the Order, on January 17, 2013. We call your attention to a formatting change in our invoices. At ResCap's request, we have applied our 10% discount to the hourly rate for each entry instead of on an aggregate basis as a separate bill entry.

In the absence of a timely objection, the Debtors shall pay \$17,628.03, consisting of the sum of (a) \$17,619.48, an amount equal to 80% of the fees (\$17,619.48 = \$20,024.35 x 0.80) and (b) 100% of the expenses (\$8.85) being requested in the Statement.



January 18, 2013
Page 2

Objections to the Statements are due by date that is the later of (1) 20 days after the date of service, or (2) the 40th day following the end of the month for which compensation is sought.

Sincerely,

A handwritten signature in blue ink, appearing to read 'Thomas O. Kelly III', written over a light blue circular background.

Thomas O. Kelly III

Enclosures

cc: Tammy Hamzehpour



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(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

January 17, 2013
Invoice No. 1849597

Client-Matter No.: 355050-00360
Huntington Bancshares Inc.

For Legal Services Rendered Through December 31, 2012

INVOICE TOTAL

Total For Current Legal Fees	\$1,913.40
Total For Current Invoice	\$1,913.40

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Minneapolis, MN 55423

January 17, 2013
Invoice No. 1849597

Client-Matter No: 355050-00360

Huntington Bancshares Inc.
Client No.: 719440

For Legal Services Rendered Through December 31, 2012

12/06/12	A. Brantingham	126.90	0.60	17	Draft proposed order granting motion to dismiss
12/06/12	A. Brantingham	42.30	0.20	17	Email court with courtesy copy of proposed order
12/06/12	J. Langdon	109.80	0.20	17	Memoranda from and to court regarding proposed order
12/06/12	J. Langdon	164.70	0.30	17	Memoranda among defense counsel regarding proposed order
12/12/12	A. Brantingham	42.30	0.20	17	Review order granting motion to dismiss and email J. Langdon regarding same
12/12/12	J. Langdon	164.70	0.30	17	Review order granting motion to dismiss
12/12/12	J. Langdon	219.60	0.40	17	Memorandum to clients regarding order granting motion to dismiss
12/12/12	J. Langdon	219.60	0.40	17	Memorandum among co-counsel

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Residential Funding Company, LLC
 Client-Matter No.: 355050-00360
 Invoice No.: 1849597

January 17, 2013
 Page 2

				regarding order granting motion to dismiss
12/13/12	J. Langdon	219.60	0.40 17	Review decision granting motion to dismiss
12/13/12	J. Langdon	439.20	0.80 17	Memoranda to and from individual defendants regarding decision granting motion to dismiss
12/31/12	J. Langdon	164.70	0.30 17	Draft memorandum to K. Duncan regarding status of action and upcoming issues
Total Hours			4.10	

Total for Legal Fees \$1,913.40

Total This Invoice \$1,913.40

Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
A. Brantingham	Associate	1.00	211.50	211.50
J. Langdon	Partner	3.10	549.00	1,701.90
Total all Timekeepers		4.10		1,913.40

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STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

January 17, 2013
Invoice No. 1849412

Client-Matter No.: 355050-00361
1941 Stichting Pensioenfonds ABP

For Legal Services Rendered Through December 31, 2012

INVOICE TOTAL

Total For Current Legal Fees	\$1,921.50
Total For Current Disbursements and Service Charges	\$5.25
Total For Current Invoice	\$1,926.75

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ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

January 17, 2013
Invoice No. 1849412

Client-Matter No: 355050-00361

1941Stichting Pensioenfond ABP
Client No.: 719458

For Legal Services Rendered Through December 31, 2012

12/03/12	J. Langdon	54.90	0.10	17	Draft memoranda regarding bankruptcy proofs of claim
12/03/12	J. Langdon	54.90	0.10	17	Conference with J. Stilson regarding request from counsel for Ally Financial regarding discovery
12/04/12	J. Langdon	109.80	0.20	17	Draft memoranda regarding individual proofs of claim
12/06/12	J. Langdon	109.80	0.20	17	Review bankruptcy docket
12/10/12	J. Langdon	109.80	0.20	17	Draft memoranda regarding motion to dismiss
12/11/12	J. Langdon	54.90	0.10	17	Review memorandum regarding motion to dismiss
12/13/12	J. Langdon	109.80	0.20	17	Draft memoranda regarding motion to dismiss
12/14/12	J. Langdon	54.90	0.10	17	Draft memoranda regarding motion to dismiss

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Residential Funding Company, LLC
 Client-Matter No.: 355050-00361
 Invoice No.: 1849412

January 17, 2013
 Page 2

12/18/12	J. Langdon	109.80	0.20	17	Review key bankruptcy filings
12/20/12	J. Langdon	109.80	0.20	17	Review key bankruptcy filings
12/26/12	J. Langdon	164.70	0.30	17	Review key bankruptcy filings
12/27/12	J. Langdon	164.70	0.30	17	Draft memoranda regarding voluntary dismissal
12/28/12	J. Langdon	549.00	1.00	17	Prepare for motion to dismiss argument
12/31/12	J. Langdon	164.70	0.30	17	Draft memorandum to K. Duncan regarding status of action and upcoming issues
Total Hours		3.50			

Total for Legal Fees	\$1,921.50
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Disbursements and Service Charges

Travel Expense - Parking for James K. Langdon II while attending hearing on motion to amend 11/13/12	5.25
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Total for Disbursements and Service Charges	\$5.25
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Total This Invoice	\$1,926.75
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Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
J. Langdon	Partner	3.50	549.00	1,921.50
Total all Timekeepers		3.50		1,921.50

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

January 17, 2013
Invoice No. 1849146

Client-Matter No.: 355050-00368
John Hancock Life Insurance Company, et al

For Legal Services Rendered Through December 31, 2012

INVOICE TOTAL

Total For Current Legal Fees	\$5,440.50
Total For Current Invoice	\$5,440.50

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:
Dorsey & Whitney LLP
P.O. Box 1680
Minneapolis, MN 55480-1680

Wire Instructions:
U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402

ABA Routing Number: 091000022
Account Number: 1602-3010-8500
Swift Code: USBKUS44IMT

Please make reference to the invoice number

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

January 17, 2013
Invoice No. 1849146

Client-Matter No: 355050-00368

John Hancock Life Insurance Company, et al

For Legal Services Rendered Through December 31, 2012

12/03/12	A. Brantingham	423.00	2.00	17	Continue drafting motion to dismiss amended complaint
12/03/12	J. Langdon	109.80	0.20	17	Draft memoranda regarding motion to dismiss
12/04/12	J. Langdon	54.90	0.10	17	Draft memoranda regarding motion to dismiss
12/07/12	A. Brantingham	211.50	1.00	17	Continue drafting motion to dismiss amended complaint
12/09/12	A. Brantingham	359.55	1.70	17	Continue drafting motion to dismiss amended complaint
12/10/12	A. Brantingham	296.10	1.40	17	Complete draft of motion to dismiss amended complaint
12/10/12	A. Brantingham	42.30	0.20	17	Attend meet-and-confer conference call for motions to dismiss
12/10/12	J. Langdon	933.30	1.70	17	Revise motion to dismiss papers

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Residential Funding Company, LLC
 Client-Matter No.: 355050-00368
 Invoice No.: 1849146

January 17, 2013
 Page 2

12/10/12	J. Langdon	109.80	0.20	17	Draft memoranda regarding hearing dates and briefing schedule
12/10/12	S. Jarzyna	263.25	1.30	17	Conduct research to obtain Standard & Poor's credit rating histories on two RALI securities for A. Brantingham
12/11/12	A. Brantingham	105.75	0.50	17	Revise draft brief in support of motion to dismiss amended complaint
12/11/12	J. Langdon	274.50	0.50	17	Draft memoranda regarding brief in support of motion to dismiss
12/12/12	A. Brantingham	148.05	0.70	17	Revise motion to dismiss amended complaint
12/12/12	J. Langdon	54.90	0.10	17	Review proposed letter to court
12/12/12	J. Langdon	164.70	0.30	17	Memorandum to co-defendants' counsel regarding proposed letter to court
12/13/12	A. Brantingham	296.10	1.40	17	Draft supporting motion papers
12/14/12	A. Brantingham	549.90	2.60	17	Finalize all motion to dismiss papers for filing
12/14/12	J. Langdon	768.60	1.40	17	Review briefs and declarations filed in support of co-defendants' motions to dismiss
12/17/12	J. Langdon	54.90	0.10	17	Review correspondence with court regarding motion to dismiss
12/20/12	J. Langdon	54.90	0.10	17	Draft memoranda regarding briefing schedule on motion to dismiss
12/31/12	J. Langdon	164.70	0.30	17	Draft memorandum to K. Duncan regarding status of action and upcoming issues

Total Hours

17.80

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Residential Funding Company, LLC
Client-Matter No.: 355050-00368
Invoice No.: 1849146

January 17, 2013
Page 3

Total for Legal Fees \$5,440.50

Total This Invoice \$5,440.50

Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
A. Brantingham	Associate	11.50	211.50	2,432.25
J. Langdon	Partner	5.00	549.00	2,745.00
S. Jarzyna	Paralegal	1.30	202.50	263.25
Total all Timekeepers		17.80		5,440.50

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC ResCap
Attn: Tammy Hamzehpour
1100 Virginia Drive
Fort Washington, PA 19034

January 17, 2013
Invoice No. 1849595

Client-Matter No.: 479140-00003
ResCap Treasury General

For Legal Services Rendered Through December 31, 2012

INVOICE TOTAL

Total For Current Legal Fees	\$5,633.10
Total For Current Invoice	\$5,633.10

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC ResCap
Attn: Tammy Hamzhepour
1100 Virginia Drive
Fort Washington, PA 19034

January 17, 2013
Invoice No. 1849595

Client-Matter No: 479140-00003

ResCap Treasury General

For Legal Services Rendered Through December 31, 2012

12/03/12	M. Stinson	465.30	2.20	3	Conferences with B. Smith, J. Langdon regarding anticipated protest and strategy for ResCap response
12/03/12	J. Langdon	164.70	0.30	17	Telephone conferences with B. Smith and J. Ruckdaschel regarding assistance in connection with protest rally
12/05/12	T. Kelly	147.15	0.30	1	Review files regarding Res Cap approval of liquidation of Viaduct and Flume
12/05/12	T. Kelly	98.10	0.20	1	Email to T. Farley regarding Res Cap approval of liquidation of Viaduct and Flume
12/10/12	E. Hulsebos	95.40	0.40	8	Review objections to fees
12/10/12	E. Hulsebos	47.70	0.20	8	Email with T. Kelly, J. Langdon and E. Schnabel regarding objections to fees

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GMAC ResCap
 Client-Matter No.: 479140-00003
 Invoice No.: 1849595

January 17, 2013
 Page 2

12/12/12	T. Kelly	98.10	0.20	3	Review U.S. Trustee objection and related information
12/13/12	E. Hulsebos	47.70	0.20	8	Conference with T. Kelly regarding response to objection
12/13/12	E. Hulsebos	310.05	1.30	8	Draft response to objection
12/13/12	E. Hulsebos	71.55	0.30	8	Draft email to U.S. Trustee regarding response to objection
12/13/12	T. Kelly	147.15	0.30	7	Conference with E. Hulsebos regarding objections to fee application and draft email to U.S. Trustee regarding same
12/14/12	E. Hulsebos	119.25	0.50	8	Draft email to U.S. Trustee
12/14/12	E. Hulsebos	47.70	0.20	8	Conference with T. Kelly regarding email to U.S. Trustee
12/14/12	T. Kelly	98.10	0.20	7	Review and reply to emails regarding fee application and conference with E. Hulsebos regarding same
12/17/12	E. Hulsebos	190.80	0.80	8	Finalize response to objection on fee application
12/17/12	E. Hulsebos	119.25	0.50	8	Coordinate filing of response to objection on fee application
12/17/12	J. Mikhailevich	153.00	0.50	8	Review Dorsey's response to the U.S. Trustee's objection to Dorsey's fee application in the Residential Capital bankruptcy
12/17/12	J. Mikhailevich	91.80	0.30	8	File and serve Dorsey's response to the U.S. Trustee's objection to Dorsey's fee application in the Residential Capital bankruptcy
12/17/12	T. Kelly	49.05	0.10	8	Review and revise response to U.S. Trustee objection
12/19/12	E. Hulsebos	71.55	0.30	8	Review email from E. Richards and respond to same

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GMAC ResCap
 Client-Matter No.: 479140-00003
 Invoice No.: 1849595

January 17, 2013
 Page 3

12/19/12	E. Hulsebos	47.70	0.20	8	Coordinate with J. Mikhailevich regarding attendance at hearing
12/20/12	E. Hulsebos	119.25	0.50	8	Email with J. Mikhailevich regarding hearing
12/20/12	J. Mikhailevich	642.60	2.10	8	Review all fee application documents and related objection in preparation for hearing before Judge Glenn
12/20/12	J. Mikhailevich	1,468.80	4.80	8	Attend hearing before Judge Glenn on fee applications on behalf of Dorsey and Whitney LLP
12/20/12	J. Mikhailevich	153.00	0.50	8	Multiple emails to working group
12/20/12	J. Mikhailevich	153.00	0.50	8	Draft email summarizing outcome of proceedings
12/21/12	E. Hulsebos	71.55	0.30	8	Review chart regarding allowed and requested fees
12/21/12	E. Hulsebos	23.85	0.10	8	Telephone conference with E. Richards regarding chart regarding allowed and requested fees
12/21/12	E. Hulsebos	23.85	0.10	8	Email with T. Kelly and J. Mikhailevich regarding chart regarding allowed and requested fees
12/21/12	J. Mikhailevich	122.40	0.40	8	Review proposed omnibus order resolve fee application objections
12/21/12	J. Mikhailevich	30.60	0.10	8	Email correspondence with working group regarding proposed omnibus order resolve fee application objections
12/27/12	E. Hulsebos	71.55	0.30	7	Telephone conference with T. Kelly and L. Shaw regarding unpaid amounts from first interim fee application
12/27/12	E. Hulsebos	71.55	0.30	7	Email E. Richards regarding unpaid amounts from first interim

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GMAC ResCap
 Client-Matter No.: 479140-00003
 Invoice No.: 1849595

January 17, 2013
 Page 4

fee application and regarding
 timing on second fee application

Total Hours 19.50

Total for Legal Fees \$5,633.10

Total This Invoice \$5,633.10

Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
M. Stinson	Associate	2.20	211.50	465.30
E. Hulsebos	Associate	6.50	238.50	1,550.25
J. Mikhailevich	Associate	9.20	306.00	2,815.20
T. Kelly	Partner	1.30	490.50	637.65
J. Langdon	Partner	0.30	549.00	164.70
Total all Timekeepers		19.50		5,633.10

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC ResCap
Attn: Tammy Hamzehpour
1100 Virginia Drive
Fort Washington, PA 19034

January 17, 2013
Invoice No. 1849596

Client-Matter No.: 479140-00005
Business Lending Workout Matters

For Legal Services Rendered Through December 31, 2012

INVOICE TOTAL

Total For Current Legal Fees	\$7,115.85
Total For Current Disbursements and Service Charges	\$3.30
Total For Current Invoice	\$7,119.15

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STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC ResCap
Attn: Tammy Hamzehpour
1100 Virginia Drive
Fort Washington, PA 19034

January 17, 2013
Invoice No. 1849596

Client-Matter No: 479140-00005

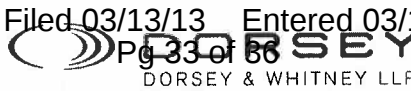
Business Lending Workout Matters

For Legal Services Rendered Through December 31, 2012

12/03/12	J. Stilson	56.70	0.20	17	(Nationwide) Confer with J. Langdon regarding response to Lloyd's counsel
12/03/12	J. Langdon	109.80	0.20	17	(Nationwide) Conference with J. Stilson regarding response to insurance carrier
12/03/12	J. Langdon	109.80	0.20	17	(Nationwide) Conference with J. Stilson regarding strategy as to accounting firm claim
12/04/12	J. Langdon	219.60	0.40	17	(Nationwide) Draft memoranda regarding discovery issues
12/05/12	J. Langdon	54.90	0.10	17	(Nationwide) Review memoranda from T. Underhill regarding discovery issues
12/06/12	E. Hulsebos	95.40	0.40	4	(MILA) Telephone conference with bankruptcy court regarding check

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GMAC ResCap
 Client-Matter No.: 479140-00005
 Invoice No.: 1849596

January 17, 2013
 Page 2

12/06/12	J. Langdon	164.70	0.30	17	(Nationwide) Draft memoranda regarding discovery issues
12/06/12	J. Langdon	1,098.00	2.00	17	(Nationwide) Review loan files before production
12/07/12	J. Langdon	109.80	0.20	17	(Nationwide) Draft letter to M. Ellis regarding document production
12/07/12	J. Langdon	439.20	0.80	17	(Nationwide) Analyze custodian and search terms issues
12/07/12	J. Langdon	164.70	0.30	17	(Nationwide) Finalize review of key documents
12/07/12	R. Knudson	277.20	1.40	17	(Nationwide) Prepare electronic document production
12/07/12	N. Bussiere	79.20	0.40	17	(Nationwide) Prepare production of client documents
12/10/12	J. Langdon	54.90	0.10	17	(Alliance) Review bankruptcy conference agenda
12/10/12	N. Bussiere	19.80	0.10	17	(Nationwide) Update document production index
12/10/12	N. Bussiere	19.80	0.10	17	(Nationwide) Prepare index to file
12/11/12	J. Stilson	283.50	1.00	17	(Nationwide) Work on draft response to Lloyd's
12/11/12	J. Langdon	54.90	0.10	17	(Nationwide) Review Nationwide bankruptcy filings
12/12/12	J. Stilson	481.95	1.70	17	(Nationwide) Review file for purposes of drafting response to Lloyd's counsel
12/12/12	J. Stilson	113.40	0.40	17	(Nationwide) Begin drafting tolling agreement regarding PKF
12/13/12	J. Stilson	368.55	1.30	17	(Nationwide) Complete draft response to Lloyd's counsel
12/13/12	J. Stilson	340.20	1.20	17	(Nationwide) Complete draft of tolling agreement regarding PKF

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GMAC ResCap
 Client-Matter No.: 479140-00005
 Invoice No.: 1849596

January 17, 2013
 Page 3

12/13/12	J. Stilson	113.40	0.40	17	(Nationwide) Review Client Guide to determine whether it included loss payee or causing GMAC to be beneficiary under client insurance policies
12/13/12	J. Langdon	109.80	0.20	17	(Nationwide) Draft memoranda regarding discovery in California action
12/14/12	J. Stilson	56.70	0.20	17	(Nationwide) Correspondence to PKF's counsel with draft tolling agreement
12/14/12	J. Langdon	54.90	0.10	17	(Nationwide) Review tolling agreement regarding accountants
12/14/12	J. Langdon	54.90	0.10	17	(Nationwide) Memorandum to J. Stilson regarding tolling agreement regarding accountants
12/14/12	J. Langdon	109.80	0.20	17	(Alliance) Review key bankruptcy filings
12/17/12	J. Langdon	54.90	0.10	17	(Nationwide) Memoranda from and to J. Stilson regarding standstill with accountants
12/18/12	J. Langdon	439.20	0.80	17	(Nationwide) Revise letter to insurer regarding Nationwide judgment
12/18/12	J. Langdon	109.80	0.20	17	(Nationwide) Review Nationwide bankruptcy filings
12/18/12	J. Langdon	54.90	0.10	17	(Alliance) Draft memoranda regarding allocation of servicing fees
12/19/12	J. Stilson	198.45	0.70	17	(Nationwide) Finalize response letter to Lloyd's counsel per J. Langdon edits
12/19/12	J. Langdon	109.80	0.20	17	(Nationwide) Memoranda to and from J. Stilson regarding negotiations with Nationwide

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GMAC ResCap
 Client-Matter No.: 479140-00005
 Invoice No.: 1849596

January 17, 2013
 Page 4

				carrier
12/19/12 J. Langdon	164.70	0.30	17	(Alliance) Draft memoranda regarding allocation and payment of servicing fees
12/20/12 J. Langdon	54.90	0.10	17	(Nationwide) Draft memoranda regarding discovery issues
12/20/12 J. Langdon	164.70	0.30	17	(Alliance) Prepare for and telephone conference with L. Siess-Gannon regarding payment of servicer fees in bankruptcy
12/21/12 J. Langdon	109.80	0.20	17	(Alliance) Draft memoranda regarding distribution of servicing proceeds
12/26/12 J. Langdon	54.90	0.10	17	(Nationwide) Review key bankruptcy filings
12/26/12 J. Langdon	54.90	0.10	17	(Nationwide) Draft notes regarding discovery issues
12/26/12 J. Langdon	54.90	0.10	17	(Alliance) Draft notes regarding distribution of servicing proceeds
12/27/12 J. Langdon	54.90	0.10	17	(Nationwide) Draft memorandum regarding discovery
12/28/12 J. Langdon	164.70	0.30	17	(Alliance) Memorandum to Morrison and Foerster counsel regarding servicing distribution
12/31/12 J. Langdon	54.90	0.10	17	(Alliance) Draft memoranda regarding distribution of servicing fees

Total Hours 17.90

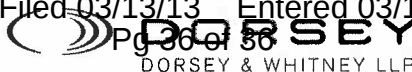
Total for Legal Fees \$7,115.85

Disbursements and Service Charges

Pacer Service Center Electronic Court Searches 3.30

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GMAC ResCap
Client-Matter No.: 479140-00005
Invoice No.: 1849596

January 17, 2013
Page 5

Total for Disbursements and Service Charges **\$3.30**

Total This Invoice **\$7,119.15**

Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
J. Stilson	Associate	7.10	283.50	2,012.85
E. Hulsebos	Associate	0.40	238.50	95.40
J. Langdon	Partner	8.40	549.00	4,611.60
R. Knudson	Paralegal	1.40	198.00	277.20
N. Bussiere	Paralegal	0.60	198.00	118.80
Total all Timekeepers		17.90		7,115.85

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY